#### SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603

LOS ANGELES OFFICE 2029 CENTURY PARK EAST LOS ANGELES, CALIF. 90067 AREA CODE 213 277-7200 AREA CODE 312 346-8000 CABLE ADDRESS: INTERLEX WASHINGTON, D.C. OFFICE
IIII 19<sup>TH</sup> STREET, N.W.
WASHINGTON, D.C. 20036
AREA CODE 202 463-2400

NEW YORK OFFICE 757 THIRD AVENUE NEW YORK, NEW YORK 10017 AREA CODE 212 715-9000 WRITERS DIRECT DIAL (312) 269-8886

May 29, 1987

SAN FRANCISCO OFFICE
ONE POST STREET
SAN FRANCISCO, CALIF. 94104
AREA CODE 415 397-2823

7-1094040

# CERTIFIED MAIL RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
Washington, DC 20423

JUN 8 1987 10.00

ICC Frankington, D.E.

D.E. PEIGE 1426

Re: Recordation Number: 7479

JUN 8 1987 - 1 25 PM

Dear Secretary:

**INTERSTATE COMMERCE COMMISSION** 

I have enclosed one original and three copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Nonrecourse Bill of Sale, a secondary document, dated March 30, 1987.

The primary document to which this is connected is recorded under Recordation No. 7479.

The names and addresses of the parties to the document are as follows:

Seller: American Security Bank, N.A., formerly known

as American Security and Trust Company

730 Fifteenth Street, N.W. Washington, D.C. 20013

Buyer: General Electric Railroad Services Corporation

33 W. Monroe St.

Chicago, Illinois 60603.

A description of the equipment covered by the document is listed on the attached schedule. However, the document is intended to cover all equipment covered by the primary document.

Secretary, Interstate Commerce Commission

May 29, 1987 Page Two

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Richard Demarest Yant Seyfarth, Shaw, Fairweather & Geraldson 55 East Monroe Street, Suite 4200 Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

Nonrecourse Bill of Sale dated March 30, 1987 from American Security Bank, N.A., formerly known as American Security and Trust Company, to General Electric Railcar Services Corporation conveying its interest in the railcar rolling stock described therein and all interest of Seller in documents recorded under Recordation Nos. 7495, 7496 and 7497.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

Ву

Richard Demarest Yant

RDY/pp Enclosure

cc: Winston I. Lowe Robert J. Hoelscher

## Interstate Commerce Commission Washington, D.C. 20423

OFFICE OF THE SECRETARY

6-8-87

Mr. Richard Demarest Yant Seyfarth, Shaw, Fairweather & Geraldson 55 East Monroe Street, Ste 4200 Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303<sub>6-8</sub>287

at 1:26PM

, and assigned re-

recordation number (g)

7479-N

Sincerely yours,

Enclosure(s)

RECULDATION NO. 2479-N

## NONRECOURSE BILL OF SALE

INTERSTATE COMMERCE COMMISSION

FOR VALUE RECEIVED, including and in full and complete satisfaction of all obligations under the Documents (hereinafter defined), American Security Bank,/a national banking association, (formerly known as American Security and Trust Company) as trustee under a Trust Agreement dated as of March 1, 1974 with Aubrey G. Lanston & Co., Inc. (the "Seller"), grants, bargains, sells, conveys, transfers, and delivers unto GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (the "Buyer"), a Delaware corporation having a place of business in Chicago, Illinois, all the Seller's right, title, and interest in the railcars, goods, and chattels set forth on Schedule 1 attached hereto and made a part hereof (the "Equipment") in consideration of payment of the purchase price set forth on Schedule 2 attached hereto and made a part hereof (the "Purchase Price") and intended to be all remaining railcars sold under the Conditional Sale Agreement dated as of March 1, 1974 between North American Car Corporation, as Vendor, and American Security and Trust Company, as Trustee, and subsequently leased under the Lease of Railroad Equipment dated as of March 1, 1974 between North American Car Corporation, as Lessee and American Security, as Trustee (the Conditional Sale Agreement, the Lease of Railroad Equipment and all other documents including, but not limited to those documents listed on Schedule 3 hereto, as amended and supplemented, relating to the sale and lease of such railcars are hereinafter collectively referred to as the "Documents").

The Seller is not a manufacturer, distributor of, dealer in, or merchant in the Equipment. The Seller makes NO WARRANTY OR REPRESENTATION, EITHER EXPRESS OR IMPLIED, AS TO THE DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL, EQUIPMENT OR WORKMANSHIP IN, THE EQUIPMENT, INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF TITLE, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE. THERE ARE NO REPRESENTATIONS OR WARRANTIES, EXPRESS, IMPLIED OR STATUTORY. THE EQUIPMENT IS CONVEYED "AS IS, WHERE IS". By acceptance of the Equipment, the Buyer acknowledges that it has either examined such Equipment as fully as desired or has been given the opportunity for such examination and has declined to make such examination.

By signing this Nonrecourse Bill of Sale, First
Security Bank of Utah, N.A., as Agent under a Finance Agreement
dated as of March 1, 1974, between itself and The Philadelphia
Saving Fund Society, New England Mutual Life Insurance Company,
and Home Life Insurance Company, discharges the Seller of all
obligations under the Documents and acknowledges conveyance of
the Equipment to the Buyer by operation of this document.

The Seller hereby releases and forever discharges any lien, security interest, or encumbrance which it now has or ever has had in, to, or upon the Equipment.

This instrument is binding upon the parties hereto and their successors and assigns. This instrument may be executed in one or more counterparts, each of which shall constitute an original.

IN WITNESS WHEREOF, the parties hereto have executed this Nonrecourse Bill of Sale this 26th day of March, 1987.

> AMERICAN SECURITY BANK, N.A. as Trustee

Vice President and

Corporate Trust Officer

FIRST SECURITY BANK OF UTAH, N.A., as Agent

By: Val 7. Oct Title: Trust Officer

STATE OF UTAH

: : SS.

COUNTY OF SALT LAKE

The foregoing instrument was acknowledged before me on this possible day of March, 1987, by Val T. Orton, a Trust Officer of First Security Bank of Utah, N.A., as Agent under a Finance Agreement dated as of March 1, 1974, on behalf, of said entity.

Notary Public

my Commission Expires April 30, 1990

#### DISTRICT OF COLUMBIA : ss.

The foregoing Nonrecourse Bill of Sale was acknowledged before me on this  $\frac{2\ell I^2}{2}$  day of March, 1987, by  $\frac{MYKKA}{(jKA)}, a \frac{1/CL}{jKCSIDEAI} \text{ of}$ American Security Bank, formerly known as American Security and Trust Company), on behalf of said entity as Trustee for Aubrey G. Lanston & Co., Inc. under a Trust Agreement dated as of March 1, 1974.

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FBHX 055130 NAHX 055156 NAHX 055217 HAVX 055297 HAVX 055360 FBHX 055133 NAHX 055159 NAHX 055220 NAHX 055302 HAVX 055360 FBHX 055134 NAHX 055159 NAHX 055220 NAHX 055303 HAVX 055360 FBHX 056100 NAHX 055160 NAHX 055221 NAHX 055304 MAX 055362 NAHX 046100 NAHX 055162 NAHX 055221 NAHX 055304 MAX 055362 NAHX 046101 HAHX 055163 NAHX 055224 NAHX 055307 NAHX 055364 NAHX 046103 NAHX 055163 NAHX 05524 NAHX 055307 NAHX 055365 NAHX 046103 NAHX 055164 NAHX 055224 NAHX 055307 NAHX 055366 NAHX 046105 NAHX 055164 NAHX 055267 NAHX 055309 NAHX 055366 NAHX 046105 NAHX 055164 NAHX 055226 NAHX 055310 MAX 055366 NAHX 046106 NAHX 055166 NAHX 055229 NAHX 055310 MAX 055366 NAHX 046106 NAHX 055166 NAHX 055230 NAHX 055312 MAX 055366 NAHX 046107 NAHX 055166 NAHX 055230 NAHX 055315 MAX 055370 NAHX 046107 NAHX 055166 NAHX 055230 NAHX 055316 MAX 055371 NAHX 055372 NAHX 055372 NAHX 055371 NAHX 055371 NAHX 055371 NAHX 055371 NAHX 055372 NAHX 055377 NA	FSHX 055129	NAME OFFISE	MALY CONTE	MAKX 055293	NNX 055357	
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FSHX 055133 NAHX 055156 NAHX 055220 NAHX 055303 NAHX 055361 NAHX 946100 NAHX 055160 NAHX 055221 NAHX 055304 NAHX 055362 NAHX 946101 NAHX 055162 NAHX 055223 NAHX 055304 NAHX 053363 NAHX 046101 NAHX 055163 NAHX 055223 NAHX 055307 NAHX 053364 NAHX 046103 NAHX 055164 NAHX 055226 NAHX 055300 NAHX 05365 NAHX 046104 NAHX 055164 NAHX 055226 NAHX 055300 NAHX 05366 NAHX 046105 NAHX 055164 NAHX 055227 NAHX 055310 NAHX 053366 NAHX 046105 NAHX 055166 NAHX 055227 NAHX 055310 NAHX 053366 NAHX 046105 NAHX 055166 NAHX 055229 NAHX 055310 NAHX 053368 NAHX 046106 NAHX 055169 NAHX 055229 NAHX 055312 NAHX 053368 NAHX 046107 NAHX 055169 NAHX 055231 NAHX 055315 NAHX 053371 NAHX 053973 NAHX 055170 NAHX 055231 NAHX 055316 NAHX 053371 NAHX 053975 NAHX 055171 NAHX 055232 NAHX 055316 NAHX 053373 NAHX 053775 NAHX 053775 NAHX 053173 NAHX 053173 NAHX 053775 NAHX 053174 NAHX 055236 NAHX 053319 NAHX 053373 NAHX 053775 NAHX 053775 NAHX 055174 NAHX 055236 NAHX 055319 NAHX 053373 NAHX 053376 NAHX 053775 NAHX 055174 NAHX 055236 NAHX 055319 NAHX 053376 NAHX 053775 NAHX 053775 NAHX 055174 NAHX 055237 NAHX 055320 NAHX 053376 NAHX 053376 NAHX 053176 NAHX 053376 NAHX 053176 NAHX 053376 NAHX 053176 NAHX 0553376 NAHX 053379 NAHX 053377 NAHX 053379 NAHX 053377 NAHX 053379 NAHX 053377 NAHX 053379 NAHX 053379 NAHX 053377 NAHX 053379 NAHX 053377 NAHX 053379 NAHX 053379 NAHX 053377 NAHX 053379 NAHX 053379 NAHX 053377 NAHX 053379 NAHX 05	FBHX 055132	NAHX 055157	NAKX 055219	1000 055297	1981X 0222239	
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NAHX 053977 NAHX 055174 NAHX 055238 NAHX 055320 NAHX 055375 NAHX 055375 NAHX 055376 NAHX 055376 NAHX 055376 NAHX 055376 NAHX 055377 NAHX 055378 NAHX 055378 NAHX 055380	MARY US 107/	HANN 0501/2	MAHX USS236	MAIX 055319	NAHX 055374	
- NAHX 053978 NAHX 055175 NAHX 055329 NAHX 055321 NAHX 055326 NAHX 053979 NAHX 050174 NAHX 050239 NAHX 055322 NAHX 055327 NAHX 053990 NAHX 055177 NAHX 155241 NAHX 055323 NAHX 055328 NAHX 053990 NAHX 055177 NAHX 155241 NAHX 055324 NAHX 055380	NAHX 053077	MANY NEED 1/3	MAKX USS237	NAVX 055320	NAHX 058375	
NAHX 053979 NAHX 053176 NAHX 05322 NAHX 053327 NAHX 053990 NAHX 055177 NAHX 755241 NAHX 055323 NAHX 055378 NAHX 053990 NAHX 055177 NAHX 755241 NAHX 055324 NAHX 055380	-NAIDL 053978	NAX 055175	MANY DESTRE	NAIX 055321	NAHX 055376	
NAHX 053Y90 NAHX 055177 NAHX 755241 NAHX 055323 NAHX 055380	NAIX 053979	NAKX 055174	NOTE CARDAG	NMX 055322	MHX 055377	
NW/X 055324 MM/X 055380	NAHX 053YEO	NAHX 05517/	NAHX (5524)	MHX 055323	NAHX 055378	
		·		MP1X 055324	MALY 022380	

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### SCHEDULE 3

Document	ICC Recording Data
Conditional Sale Agreement dated as of March 1, 1974 etween Pullman Incorporated (Pullman-Standard Division) ("Pullman"), American Security and Trust Company (now known as American Security Bank), as Trustee (the "Trustee") for Aubrey G. Lanston & Co., Inc. ("Lanston"), and North American Car Corporation ("NACC")	4/17/74 No. 7479
Trust Agreement dated as of March 1, 1974 between the Trustee and Lanston	
Conditional Sale Agreement dated as of March 1, 1974 between NACC and the Trustee for Lanston	4/17/74 No. 7479-A
Lease of Railroad Equipment dated as of March 1, 1974 between NACC and the Trustee for Lanston	4/17/74 No. 7479-B
Agreement and Assignment dated as of Marcn 1, 1974 between Pullman and First Security Bank of Utah, N.A., as Agent (the "Agent")	5/21/74 No. 7479-C
Agreement and Assignment dated as of March 1, 1974 between NACC and the Agent	5/21/74 No. 7479-D
Assignment of Lease and Agreement dated as of March 1, 1974 between the Trustee for Lanston and the Agent	5/21/74 No. 7479-E
Amendment Agreement dated as of December 15, 1974 among the Trustee for Lanston, NACC, and the Agent	1/02/75 No. 7479-F
Amendment Agreement dated as of December 15, 1974 among the Trustee for Lanston, Pullman, NACC, and the Agent	1/02/75 No. 7479-G
Amendment Agreement dated as of November 1, 1974 between the Trustee for Lanston and NACC	2/18/75 No. 7479-H

### RECEIPT

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, hereby acknowledges receipt from American Security Bank, as Trustee, of 282 4750-cubic foot covered hopper railcars further identified on Schedule 1 hereto.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

Ву	
Title	
Date_	

· CAK	CAR	CAR	CaC	CAE	
INITIAL/NUMBER	CAR INITIAL/MAMPER  NAIX 053981 NAIX 053982 NAIX 053985 NAIX 053985 NAIX 053985 NAIX 053986 NAIX 053997 NAIX 053991 NAIX 053991 NAIX 053991 NAIX 053993 NAIX 053197 NAIX 053137 NAIX 055137 NAIX 055137 NAIX 055137 NAIX 055148 NAIX 055149 NAIX 055174 NAIX 055173	tnitin /www.k	INITIAL/MUNDER	INITIAL MANGER	INITIAL/MANBER
UC 053984	NAIX 053981	NAIR 055178	NAHX 05/5242	NAHX 055375	NAVX 055381
CC 023488	NAIUX 053982	NAHX 055179	NAHX 055244	NAHX 055327	NAME 055382
ά (253) II	NAMX 053983	MAHX OCC180	NAHX 055246	NAHX 053328	NNX 055363
FEL 455313	WALK COTABO	MAHX 055181	NAIOL 055247	NAIX 055329	MNX 055384
FEND APPLAC	MANU 053786	NAMEX 000182	NAIX 055248	NAHX 055330	NAX 055385
ERM OSSION	MALO ARTONO	MANX 055183	NAIX 055249	NAMOX 055331	NHX 055386
FRHY 055101	NOOF OUT ON	MANY AGE 184	NAX 055251	NA4X 055552	NWX 055387
FSHX 055104	MANY ORTOOL	MALLY APPLE	NAHOX 055252	NAHX 025333	NAIX 055388
FSHX OCCION	NAHY 053992	MALIN ARKING	NAHX 05525J	NAME 055334	NAIX 055389
FSHX 055106	NAHX 053993	MALK VERIER	NAHX 055254	MANY 022222	MAHOX 055390
FSHX 05510/	NAHX 053994	NAME OFFIRE	MMX 055259	MAIN ASSESSE	MNOX 055392
FSHX 055106	NAHX 053995	NAME OF STOR	MANY 6205591	HANGE GEOGRAPH	WWX 955393
FSHX 055109	NAHX 053996	NAHX 055191	199X 000262	MAN VOOSSE	NNX 055394
FBHX 055110	NAHX 053997	MANAX OBBITAL	194X 022264	MAIN ASSESSED	NAIX 055395 NAIX 055396
FSHX 055111	NAMX 053998	NAHX 055194	MANY AMERICA	MANY MESTA	1041Y 0003A9
FSHX 055112	NAHX 055135	NAHX 055195	NAME ASSOCIATION	MANUT MESTAS	NHOX 055397
FSHX 055113	NAMX 055137	NAIX 055198	HALF GOOSIS	MALY OFFICE	NACK 055398
FBHX 055115	NAX 055138	Nahx ossi99	MALE OFFICE	NAME APPEAR	
FB-X 055116	NAHX 02213A	NAHX 055200	MALOX 05527A	MANUX COESTAG	
FB10X 000117	MAPOX DEE140	NAIX 055201	MAKK 035275	MAHOX DESSAG	
1 SHX 000118	NAMX 005141	NAIX 055202	NAMES DESTROY	NAHX 055347	
F86X 033114	NAMX 022142	NAHX 022503	NAOX 055277	NAOK 055348	
FRUX OUULZU	NAME APPLA	NAMX 055205	NAOX 055279	NAIOL 035349	
FORK USSIZI	MARY ADDITE	MWHX 022307	NAIX 055281	MAHX 055350	
FORM VOULES	MALY ASSA	MANUS OSSESSO	NA-00 055282	NAV 055351	
COMY OFFICE	NAME OF TAR	MANY 022508	MAHX 055286	NAK 055352	
FONT ASSIST	NALLY OFFIAS	MANY CHESTS	NA-01 055297	1000 035353	
FRHX 055124	NAHX 035151	MANY MEETS	NAK 055298	MAIN 025224	
F8HX 053127	NAME 055153	MONY 055217	NAIX 055290	MANY GEORGE	
FSHX 055124	NAIX 055154	NAME OF STA	MAX 022545	MANY ACCURATION	
FSHX 055129	NAICK 055155	NAME OF COLUMN	MMX 030273	WALV ARETER	
FBHX 055130	NAIX 053154	NAMX 055217	MANY ASSESSED	MALAY AMETICA	
FSHX 055132	NANX 055157	NAKX 055219	WALL ASSET	WWW OSESSAG	
FBHX 055133	NAMA 05515E	NAHX 055220	NAME ASSESSED	MARCY OFFICE	
F8HX 055134	NAHX 055159	NAHX 055221	NAME OF THE	MANY 055345	
MO-X 046100	NAHX OSSIAO	NANX 055222	MALAY ASSETAL	MOTOL 005343	
NWIX 046101	MAHX 055162	NAX 055223	MM-0X 055307	NAIX 055344	
MM-IX 046102	NAHX 055163	NAHX 055224	MAHX 055300	NAMAX 055345	
MAK 046101	NAHX 000164	NAHX 055226	NAHX DS5309	NAICK OSSSAG	
MATA UTCOS	MARK COSIAS	MAHX 055227	NAHX 055310	NAIX 055367	
MALE CALLOS	MANY 052186	MARY ATTORA	NAHX 055312	NAIX 055346	
NAME OFFICE	MATA 042175	MALE APRIL	NAHX 055315	NAK 055370	
MAHX 053973	MAN 042170	1001A VODES1	MMX 055314	NAIOK 095371	
NAIX 053974	NOVX 055171	1071A VOOZOZ MANY 05577	NACK 055317	NAID 055372	
MARX 053975	NG 055172	MALY MERSEL	NWX 055318	NAIX 055373	
MAIX 053974	NAIX 05517.	MAHA WAZZIO	NAIX 055319	NAHX 055374	
MAHX 053977	NAHX 055174	MMV. 02236	NAHX 055320	MMIX 020372	
-NAIX 053978	NAHX 055175	NAMA 055230	NAVX 055321	100 V V V V V V V V V V V V V V V V V V	
NAIX 053979	NAHX 053174	NAHX CESZAG	MMX 035322	1001 UDD377	
NAHX 053YB0	NAHX 05517/	NAIX (2524)	MACK 000353	B) CCCV APPR	
			MATERIAL USS 124	MITTA VILLED	